

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE
COMMISSION

Plaintiff

v.

MOHAMMED ALI RASHID

Defendant

CIVIL ACTION NO. 3:17-CV-08223
(PKC)

DECLARATION OF ROBERTO FINZI

I, **ROBERTO FINZI**, hereby declare as follows:

1. I am a partner in the law firm Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul, Weiss”). I have personal knowledge of the facts set forth below.
2. In or around May 2013, in the context of a larger engagement, Apollo Global Management, LLC (“Apollo”) retained Paul, Weiss to assist it in a review of expenditures and reimbursement requests submitted by then-Apollo employee Mohammed Ali Rashid. In addition to other Paul, Weiss attorneys, I worked on that review.
3. On or about July 1, 2013, together with others, I met with Mr. Rashid to discuss his expense reimbursements. At the outset of the meeting, I gave Mr. Rashid an “*Upjohn* warning,” informing him, in substance: that Paul, Weiss represented Apollo, not him; that the conversation during the meeting was privileged; that any privilege belonged only to Apollo; and that Apollo could waive the privilege at any time and at its sole discretion.
4. On or about July 3, 2013, Mr. Rashid sent an email advising me (and others) that he had retained Daniel Zelenko of Crowell & Moring LLP (“Crowell & Moring”).

5. In the ensuing months I participated in (and am otherwise aware of) written and verbal communications between Crowell & Moring and Paul, Weiss. I viewed those communications as being between two separately represented parties, and did not view them as privileged. I do not recall thinking of or approaching those discussions as settlement discussions.

6. Documents reflect that on or about July 8, 2013, Paul, Weiss engaged BDO Consulting, a division of BDO USA, LLP, to assist Paul, Weiss in the review of Mr. Rashid's expenses for Apollo.

7. On or about July 9, 2013, Paul, Weiss and Crowell & Moring executed a confidentiality letter agreement governing the confidentiality of documents provided by Paul, Weiss and/or Apollo to Crowell & Moring. A true and correct copy of this confidentiality letter agreement is attached as Exhibit 1.

8. During subsequent email communications between Crowell & Moring and Paul, Weiss, Crowell & Moring at times wrote in the subject line or body of emails, "Common Interest Privileged – Apollo," or "Common Interest Privilege Document."

9. I do not recall any common interest or joint defense agreement between Crowell & Moring and Mr. Rashid on the one hand and Paul, Weiss and Apollo on the other. On or about August 1, 2013, a Paul, Weiss lawyer working with me on the review of Mr. Rashid's expenses sent Crowell & Moring an email stating that Paul, Weiss "would like to remind you that we are not in a position to enter in a joint defense agreement with your client. We are willing to accept the information you provided on the same basis as the interview we conducted with [Mr. Rashid]. The information is considered privileged, however, the privilege belongs to Apollo. Apollo may choose to waive this privilege without [Mr. Rashid]'s consent, and [Mr. Rashid] will not have a say in the disclosure of this information, if the company chooses to waive the privilege." A true and correct copy of this email is attached as Exhibit 2.

10. I have seen an October 5, 2016 letter Paul, Weiss sent the Securities and Exchange Commission (the "SEC") stating that Paul, Weiss was producing to the SEC "email

communications (and any attachments) between Paul, Weiss lawyers and [Mr.] Rashid's lawyers at Crowell & Moring LLP concerning an investigation into Mr. Rashid's expenses in the latter part of 2013." The letter also stated that "Mr. Rashid's lawyers have advised us that they are not waiving any right to assert that any of the enclosed materials are subject to a common interest privilege and have asked us to withhold any email communications between their firm and ours before the afternoon of August 1, 2013 on the basis of such a privilege. We have not withheld any responsive materials on privilege grounds." A true and correct copy of this letter is attached as Exhibit 3.

11. I have seen a March 1, 2017 email that Paul, Weiss sent to the SEC "to memorialize our recent discussions [with the SEC] concerning privilege." The email stated, among other things, "It is Apollo's position that from the point in time that Ali Rashid retained Crowell & Moring as counsel, in early July 2013, that communications between Paul, Weiss, on the one hand, and Crowell & Moring, on the other, on matters concerning Mr. Rashid's T&E charges are not subject to a common-interest privilege." A true and correct copy of this email is attached as Exhibit 4.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
October 15, 2018

A handwritten signature in black ink, appearing to read "Roberto Finzi", written over a horizontal line.

Roberto Finzi

EXHIBIT 1

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

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WRITER'S DIRECT DIAL NUMBER

212-373-3311
WRITER'S DIRECT FACSIMILE

212-492-0311
WRITER'S DIRECT E-MAIL ADDRESS

rfinzi@paulweiss.com

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July 9, 2013

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EDWIN S MAYNARD
DAVID W MAYO
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MARK F MENDELSON
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TRACEYA A ZACCONE
T ROBERT ZOCHOWSKI JR

*NOT ADMITTED TO THE NEW YORK BAR

Daniel Zelenko, Esq.
Glen McGorty, Esq.
Crowell & Moring LLP
590 Madison Avenue
New York, NY 10022

Re: *Ali Rashid*

Dear Dan and Glen:

As discussed, we set out below the basis upon which Apollo Global Management LLC ("Apollo") is prepared to make available to you copies of certain materials concerning Ali Rashid ("the Materials").

Apollo is prepared to provide copies of the Materials to you on a confidential basis and for the express purpose of enabling Crowell & Moring LLP to advise Ali Rashid in relation to Apollo's review of Mr. Rashid's expenses, provided, however that you agree to the following terms:

1. You may show Mr. Rashid copies of the Materials and discuss the material with him, but you may not provide him copies of the Materials.
2. Other than as provided above, you will not disclose the existence of or discuss the Materials, any information regarding the review of Mr. Rashid's expenses being carried out by Apollo, or any information contained in the Materials with any third party, or provide copies of the Materials to any other third party, unless required

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

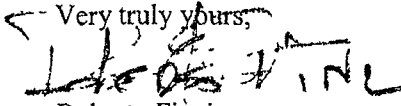
Daniel Zelenko, Esq.

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to do so by law (and in which case you will notify Apollo promptly of any such requirement).

3. Upon request from Apollo, Crowell & Moring LLP will immediately return the Materials (and all copies of the Materials) to us.

If the foregoing is acceptable to you, please sign below and return the letter to me.

Very truly yours,

Roberto Finzi

AGREED:  July 9, 2013

EXHIBIT 2

Weintraub, Benjamin L.

From: Sipoura Barzideh
Sent: Thursday, August 1, 2013 1:31 PM
To: McGorty, Glen
Cc: Zelenko, Daniel; Kotwani, Namrata; Walter G Ricciardi; Roberto Finzi
Subject: RE: Common Interest Privilege Document

Glen, Namrata:

Thank you for the spreadsheets you have provided. We would like to remind you that we are not in a position to enter in a joint defense agreement with your client. We are willing to accept the information you provided on the same basis as the interview we conducted with Ali. The information is considered privileged, however, the privilege belongs to Apollo. Apollo may choose to waive this privilege without Ali's consent, and Ali will not have a say in the disclosure of this information, if the company chooses to waive the privilege.

Thank you,

Sipoura

Sipoura Barzideh | Associate
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas | New York, NY 10019-6064
(212) 373-3161 (Direct Phone) | (212) 492-0161 (Direct Fax)
sbarzideh@paulweiss.com | www.paulweiss.com

"McGorty, Glen" ---08/01/2013 11:33:35 AM---Sipoura, Attached is the DRAFT spreadsheet showing the modifications and edits based on our session

From: "McGorty, Glen"
To: Sipoura Barzideh/PaulWeiss@PAULWEISS,
Cc: "Zelenko, Daniel", "Kotwani, Namrata"
Date: 08/01/2013 11:33 AM
Subject: RE: Common Interest Privilege Document

Sipoura,

Attached is the DRAFT spreadsheet showing the modifications and edits based on our session last Monday in your office when Mr. Rashid was able to review the calendar and email.

I will be meeting with Mr. Rashid later this afternoon and will continue on the outstanding projects including (1) providing trip summaries for each of the business trips taken during the period; and (2) reviewing and categorizing the expenses since April 2013.

Thanks,
Glen

Glen G. McGorty

gmcgorty@crowell.com

Direct: 1.212.895.4246 | Fax: 1.212.895.4201

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Attorney-Client Communication

Attorney Work Product

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From: Kotwani, Namrata

Sent: Thursday, August 01, 2013 12:25 AM

To: Sipoura Barzideh

Cc: McGorty, Glen; Zelenko, Daniel

Subject: Common Interest Privilege Document

Good evening Sipoura:

Pursuant to our common interest, attached is the DRAFT spreadsheet showing:

1. Classifications w.r.t. "Missing Expenses"

Best wishes,
Namrata

Namrata Kotwani *

nkotwani@crowell.com

Direct 1.212.895.4328

** not yet admitted to practice law in New York*

Crowell & Moring LLP | www.crowell.com

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[attachment "July 29 2013 Review MAR Expenses Paul Weiss_Draft_Attny Work Product.xlsx" deleted by Sipoura Barzideh/PaulWeiss]

EXHIBIT 3

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October 5, 2016

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TAURIE M. ZEITZER
T. ROBERT ZOCHOWSKI, JR.

*NOT ADMITTED TO THE NEW YORK BAR

FOIA CONFIDENTIAL TREATMENT REQUESTED BY APOLLO

By E-Mail and Federal Express

Donna K. Norman, Esq.
U.S. Securities & Exchange Commission
100 F. Street, N.E.
Washington, DC 20549

Certain Apollo Investment Management, LP Fee Practices, HO-12597

Dear Donna:

On behalf of Apollo Global Management, LLC ("Apollo"), we are producing documents in connection with the informal information request that the U.S. Securities and Exchange Commission (the "Commission") sent to Apollo on July 27, 2015 (the "Request"), and our subsequent correspondence with you. For security purposes, the enclosed disc has been encrypted. The password will be sent separately by email. At your request, we have sent a copy of the enclosed materials both directly to

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

Donna K. Norman, Esq.

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you and to the ENF-CPU at the address specified in the Request. The documents are bates-stamped APOLLO00042321 to APOLLO00044776.

Consistent with your request to us during the recent interview of a Paul, Weiss associate, the enclosed materials consist of email communications (and any attachments) between Paul, Weiss lawyers and Ali Rashid's lawyers at Crowell & Mooring LLP concerning the investigation into Mr. Rashid's expenses in the latter part of 2013. As a professional courtesy, we notified Mr. Rashid's lawyers that we would be producing these materials. Mr. Rashid's lawyers have advised us that they are not waiving any right to assert that any of the enclosed materials are subject to a common interest privilege and have asked us to withhold any email communications between their firm and ours before the afternoon of August 1, 2013 on the basis of such a privilege. We have not withheld any responsive materials on privilege grounds.

Please do not hesitate to call us if you have any questions about any of the materials we have produced today, or about anything else concerning Apollo's response to the Request.

The provision of the enclosed materials is not intended to, and does not, waive any applicable privilege or other legal basis under which information or materials may be protected from disclosure. If it were found that the provision of these materials constitutes the disclosure of otherwise privileged matters, such disclosure would be inadvertent, and is not intended to, and does not, waive the attorney-client privilege or any other protections.

Request for Confidential Treatment Under FOIA

We would respectfully request FOIA confidential treatment of this letter and the enclosed materials. It is Apollo's position that this letter and the enclosed materials are not "agency records" within the meaning of the Freedom of Information Act, 5 U.S.C. § 552, as amended ("FOIA"), or under the relevant rules of the Commission, 17 C.F.R. § 200.80 *et seq.*, and therefore believe that they may not be disclosed to third parties without our prior consent. In this regard, we have marked the enclosed materials, "FOIA CONFIDENTIAL TREATMENT REQUESTED BY APOLLO."

We request notice of any demand made upon the Commission, pursuant to FOIA or otherwise, for the enclosed materials, and expect the Commission to deny such a request. In the event that any of the enclosed materials are determined to be "agency records" within the meaning of FOIA, we request confidential treatment for such materials pursuant to FOIA and the applicable rules of the Commission thereunder.

We would also appreciate being advised promptly of any determination not to accord confidential treatment to this letter or to the enclosed materials. We further request that upon the conclusion of the Commission's investigation and litigation work,

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

Donna K. Norman, Esq.

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this letter, and any copies made thereof, be returned to me as soon as possible. We are sending a copy of this letter to the Commission's FOIA Officer.

The requests set forth in the preceding paragraphs also apply to any memoranda, notes, transcripts or other writings of any sort that are created by, or at the request of, an employee of the Commission and that (i) incorporate, include or relate to any of the Confidential Materials or (ii) refer to any conference, meeting or telephone conversation between employees of the Commission and Apollo, their employees, counsel or other representatives, relating to the enclosed materials.

Very truly yours,



Gregory F. Laufer

Enclosure

cc: (w/ enclosure)

ENF-CPU
U.S. Securities and Exchange Commission
100 F Street N.E.
Washington, DC 20549
Mailstop 5973

(w/o enclosure)

FOIA Officer
Office of Freedom of Information and Privacy Act Operations
Securities and Exchange Commission
100 F. Street, N.E.
Washington, DC 20549

EXHIBIT 4

From: Ehrlich, Andrew J
Sent: Wednesday, March 1, 2017 10:16 PM
To: Norman, Donna K. <NormanD@SEC.GOV>; Thompson, Duane <ThompsonD@SEC.GOV>
Cc: Laufer, Gregory <glaufer@paulweiss.com>
Subject: Apollo Global Management // Ali Rashid

Donna, Duane,

I wanted to memorialize our recent discussions concerning privilege. It is Apollo's position that from the point in time that Ali Rashid retained Crowell & Moring as counsel, in early July 2013, that communications between Paul, Weiss, on the one hand, and Crowell & Moring, on the other, on matters concerning Mr. Rashid's T&E charges are not subject to a common-interest privilege. There was, at that point, adversity between Mr. Rashid and Apollo, such that communications with Crowell & Moring on this subject were not subject to a common interest protection. We made this position on privilege clear at the time of Crowell & Moring's retention. For this reason, at the Staff's request, Apollo produced all communications between Paul, Weiss and Crowell & Moring from the point of Crowell & Moring's retention, forward, concerning the T&E expense issue that we understand you to be investigating.

Ms. Barzideh's e-mail of August 1, 2013 was sent as a protective matter, and if any communications between Apollo and Crowell were subject to privileges, we wished to make clear that any such privilege would be Apollo's to waive. We do not believe that the production of the communications between Crowell & Moring and Paul, Weiss constitutes the waiver of any privilege, and, for the avoidance of doubt, Apollo does not waive any privilege or work product protection in connection with this matter, as to which it reserves all of its rights.

Please do not hesitate to let me know if you have any questions.

Regards,
Andrew

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